

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

JOHN P. CHARTERS, individually and on  
behalf of all others similarly situated,

Plaintiff,

v.

JOHN HANCOCK LIFE INSURANCE  
COMPANY (U.S.A.),

Defendant.

CIVIL ACTION

No. 1:07-cv-11371-NMG

**STIPULATION OF DISMISSAL AND JUDGMENT**

The parties hereby agree to and submit the following Stipulation of Dismissal and Judgment under Federal Rule of Civil Procedure 41(a)(1)(A)(ii) in connection with all claims in the above-referenced matter, reciting as follows:

WHEREAS, John Charters (“Charters”) is the trustee of the Charters, Heck, O’Donnell & Petrusis, P.C. 401(k) Plan (the “Plan”) and John Hancock Life Insurance Co. (U.S.A.) (“John Hancock”) is an insurance company with which Charters entered into an Accumulated Retirement Account Group Annuity Contract, under which contract John Hancock was responsible for providing certain recordkeeping services; and

WHEREAS, Charters brought this action against John Hancock alleging that John Hancock breached certain duties owed to the Plan under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and engaged in prohibited transactions, including alleged failure to reduce the Administrative Maintenance Charge (“AMC”) charged to the Plan by revenue sharing payments received from mutual funds; and

WHEREAS, the parties have taken extensive discovery with respect to each of the asserted claims, which discovery has included the production of nearly 100,000 pages of documents and the taking of more than a dozen depositions; and

WHEREAS, discovery revealed that John Hancock applied the revenue sharing payments to reduce the AMC; and

WHEREAS, the parties have determined that further prosecution of the claims and defenses in this action and any subsequent appeal(s) would be both protracted and unjustifiably costly; and

WHEREAS, the Parties now wish to settle the Action, fully and finally resolve their disputes concerning the transactions and occurrences that gave rise to the Action, and all other claims or disputes of any kind between them; and

WHEREAS, certain interlocutory orders were entered in this action that were not appealable as of right as of the date of this Stipulation of Dismissal and Judgment, and were not essential to entry of this judgment; and

WHEREAS, no class has been certified in this matter; and

NOW THEREFORE, pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, Charters voluntarily dismisses this action in its entirety against John Hancock with prejudice and without costs to any party and the parties agree to this final judgment in favor of John Hancock.

Dated: August 21, 2009

Respectfully Submitted,

JOHN P. CHARTERS,

JOHN HANCOCK LIFE INSURANCE CO.  
(U.S.A.),

By his attorneys,

By its attorneys,

/s/ Adam M. Stewart (by JOF)

Robert A. IZard  
IZard Nobel LLP  
29 South Main Street, Suite 215  
West Hartford, CT 06107  
Tel: (860) 493-6292  
rizard@izardnobel.com

Ronen Sarraf  
Joseph Gentile  
Sarraf Gentile LLP  
116 John Street, Suite 2310  
New York, NY 10038  
Tel: (212) 868-3610  
ronen@sarrafgentile.com  
joseph@sarrafgentile.com

Thomas G. Shapiro (BBO #454680)  
Adam M. Stewart (BBO #661090)  
Shapiro Haber & Urmey  
53 State Street  
Boston, MA 02109  
Tel: (617) 439-3939  
tshapiro@shulaw.com  
astewart@shulaw.com

/s/ James O. Fleckner

James O. Fleckner (BBO #641494)  
Anthony M. Feeherry (BBO #160960)  
John J. Cleary (BBO #086240)  
Alison V. Douglass (BBO #646861)  
GOODWIN, PROCTER LLP  
Exchange Place  
Boston, MA 02109-2881  
Tel: (617) 570-1000  
jfleckner@goodwinprocter.com  
afeeherry@goodwinprocter.com  
jcleary@goodwinprocter.com  
adouglass@goodwinprocter.com

**CERTIFICATE OF SERVICE**

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on August 21, 2009.

/s/ James O. Fleckner